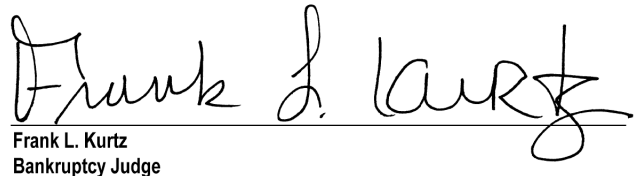


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2 **So Ordered.**



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Frank L. Kurtz  
Bankruptcy Judge

**Dated: September 28th, 2012**

UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF WASHINGTON (SPOKANE/YAKIMA)

In re:

Yesterday's Village, Inc.

Debtor.

Case No. 11-01378-FLK11

**FINDINGS OF FACT AND  
CONCLUSIONS OF LAW SUPPORTING  
CONFIRMATION OF FIRST AMENDED  
PLAN OF LIQUIDATION**

On September 25, 2012, this case came before the court for hearing on confirmation of the First Amended Plan of Liquidation dated July 26, 2012, docket #199 (the "Plan") filed by Umpqua Bank. A copy of the Plan is attached to and incorporated in this Order as Exhibit A. Capitalized terms used in this Order shall have meanings defined in the Plan.

The court, having considered the Plan, the Amended Disclosure Statement dated July 26, 2012, docket #200, the Ballot Summary, docket #214, the Declaration of Cynthia Bayles in Support of Confirmation of First Amended Plan of Liquidation, docket #227, and the arguments and testimony at the hearing, hereby makes the following FINDINGS OF FACT AND CONCLUSIONS OF LAW:

1           1.       This court has jurisdiction over this bankruptcy case pursuant to 28 U.S.C. §§ 157  
2 and 1334. Venue is proper in this court pursuant to 28 U.S.C. §§1408 and 1409. Debtor  
3 Yesterday's Village, Inc. is eligible to be a debtor under 28 U.S.C. §109. Confirmation of the  
4 Plan is a core proceeding under 28 U.S.C. §157(b)(2), and this court has exclusive jurisdiction to  
5 determine whether the Plan complies with the applicable provisions of the United States  
6 Bankruptcy Code and should be confirmed.

7           2.       This court takes judicial notice of the docket of this bankruptcy case (including  
8 but not limited to all pleadings and other documents filed, all orders entered, and all evidence  
9 and arguments made, proffered or adduced at the hearings before this court during the pendency  
10 of this bankruptcy case), and of the claims register and proofs of claim filed in this bankruptcy  
11 case.

12          3.       The Plan, the Amended Disclosure Statement dated July 26, 2012, and solicitation  
13 materials were properly disseminated to all known parties in interest in accordance with the  
14 orders of this court and applicable law.

15          4.       Notice of the hearing on confirmation of the Plan, and all dates and deadlines  
16 relating thereto, was reasonable and appropriate under all of the circumstances.

17          5.       The Plan has been proposed in good faith, and not by any means forbidden by  
18 law.

19          6.       Acceptance of the Plan was solicited in good faith, and Umpqua Bank, as the plan  
20 proponent, is entitled to the protections afforded by 11 U.S.C. § 1125(e).

21          7.       The Plan has been accepted in writing by four impaired classes of creditors, and  
22 one impaired class of interests.

23          8.       No objections to confirmation of the Plan have been filed.

24          9.       Umpqua Bank, as Plan proponent, has met its burden of proving the elements of  
25 11 U.S.C. § 1129, by a preponderance of the evidence.

1           10.     The Plan complies with the provisions of the United States Bankruptcy Code,  
2 including but not limited to Chapter 11 thereof, and Umpqua Bank, as Plan proponent, has  
3 complied with all applicable provisions of the United States Bankruptcy Code. All applicable  
4 Bankruptcy Rules and Local Bankruptcy Rules have been complied with.

5           11.     Each holder of a Claim or Interest has accepted the Plan, or will receive or retain  
6 under the Plan property of a value, as of the Effective Date of the Plan, that is not less than the  
7 amount that such holder would receive or retain if the debtor were liquidated under Chapter 7 of  
8 the United States Bankruptcy Code on such date.

9           12.     The Plan is feasible. The Trustee has sufficient funds, in the form of Rent  
10 Proceeds, to pay all Allowed Administrative Claims and Priority Claims in full on the Effective  
11 Date of the Plan; that includes any and all taxes that might be determined to be due and owing.

12           13.     All other requirements for confirmation of a plan set forth in 11 U.S.C. §1129  
13 have been satisfied.

14           14.     Confirmation of the Plan is in the best interests of creditors and interest holders,  
15 and in the best interests of justice.

16           15.     There are no unpaid fees due to the Clerk of this Court, and all fees due and  
17 owing to the United States Trustee will be paid within 10 days after entry of this order.

18           16.     The Plan satisfies all requirements for the assumption of executory contracts and  
19 unexpired leases contained in the United States Bankruptcy Code.

20           17.     The findings of this court, as set forth above, and the conclusions of law stated  
21 herein, shall constitute findings of fact and conclusions of law pursuant to F. R. Bankr. Proc.  
22 7052, as made applicable to this proceeding by F. R. Bankr. Proc. 9014. To the extent any  
23 provision designated herein as a finding of fact is more properly characterized as a conclusion of  
24 law, it shall be so deemed, and vice versa.

25                       // End of Findings of Fact and Conclusions of Law //

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3 Presented by

4 DAVIS WRIGHT TREMAINE LLP

5 By: /s/ Wendell Kusnerus  
6 Wendell Kusnerus, WSB #15488  
7 Attorneys for Creditor Umpqua Bank  
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1 **CERTIFICATE OF SERVICE**

2 I hereby certify that I served a copy of the attached FINDINGS OF FACT AND  
3 CONCLUSIONS OF LAW SUPPORTING CONFIRMATION OF FIRST AMENDED PLAN  
4 OF LIQUIDATION on the following via the Electronic Court Filing System of the U.S.  
Bankruptcy Court for the Eastern District of Washington:

- 5 • Matthew J Anderton – Chapter 11 Trustee – manderton@charter.net  
6 • Michelle A. Blackwell, for Nevelyn Arnett Troyer - mblackwell@wrlaw.com,  
[cpivoda@wrlaw.com](mailto:cpivoda@wrlaw.com); [lsharkey@wrlaw.com](mailto:lsharkey@wrlaw.com); srichichi@wrlaw.com  
7 • Gary W Dyer, for US Trustee – Gary.W.Dyer@usdoj.gov  
8 • Charles R Ekberg, for KeyBank – ekbergc@lanepowell.com, [budigank@lanepowell.com](mailto:budigank@lanepowell.com),  
docketing-sea@lanepowell.com  
9 • Brian Faller, for State of Washington – brianf@atg.wa.gov, heidim1@atg.wa.gov  
10 • Gregory R Fox, for KeyBank – FoxG@Lanepowell.com, ekbergc@lanepowell.com,  
11 [stephensont@lanepowell.com](mailto:stephensont@lanepowell.com), [hunterj@lanepowell.com](mailto:hunterj@lanepowell.com), norbya@lanepowell.com  
12 • William L Hames, for Debtor Yesterday's Village – billh@hawl原因.com,  
[pamh@hawl原因.com](mailto:pamh@hawl原因.com); [michellec@hawl原因.com](mailto:michellec@hawl原因.com); [mirnac@hawl原因.com](mailto:mirnac@hawl原因.com);  
13 rosap@hawl原因.com  
14 • Metiner G Kimel, for Debtor Yesterday's Village – mkimel@mkimellaw.com,  
[roberta@mkimellaw.com](mailto:roberta@mkimellaw.com); debrah@mkimellaw.com  
15 • John W. O'Leary, for Trustee Matthew Anderton – [johno@hawl原因.com](mailto:johno@hawl原因.com);  
[mirnac@hawl原因.com](mailto:mirnac@hawl原因.com); [loric@hawl原因.com](mailto:loric@hawl原因.com); [pamh@hawl原因.com](mailto:pamh@hawl原因.com)  
16 • US Trustee – USTP.REGION18.SP.ECF@usdoj.gov  
17 • Brian A Walker, for Sammy Lee – bwalker@omwlaw.com, lfortier@omwlaw.com

18 As of today's date, the following parties or attorneys are not on the e-service list for this  
19 case and were served by first class U.S. mail:

20 None

21 Dated this 26th day of September, 2012.

22 DAVIS WRIGHT TREMAINE LLP

23 By /s/ Wendell Kusnerus

24 Wendell Kusnerus – WSBA #15488

25 Attorney for Umpqua Bank  
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